

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
GRUPO AEROMÉXICO, S.A.B. de C.V., <i>et al.</i> ,	:	Case No. 20-11563 (SCC)
Debtors. <sup>1</sup>	:	(Jointly Administered)
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**DECLARATION OF THOMAS S. KESSLER IN SUPPORT OF APOLLO'S  
JOINDER AND REPLY IN SUPPORT OF DEBTORS' CHAPTER 11 PLAN**

I, Thomas S. Kessler, declare under penalty of perjury as follows:

1. I am a member of the bar of this Court and an associate with the law firm of Cleary Gottlieb Steen & Hamilton LLP ("Cleary"), counsel to Apollo Management Holdings, L.P., on behalf of one or more affiliates and/or funds or separate accounts managed by it and its affiliates ("Apollo"). I respectfully submit this declaration in support of Apollo's *Joinder and Reply in Support of Debtors' Chapter 11 Plan*, which is being filed substantially contemporaneously herewith.

2. Attached hereto as Exhibit 1 is a true and correct copy of an email dated November 1, 2021 from Carina S. Wallance of Cleary to Matthew Brod, Dennis F. Dunne, and Andrew M. LeBlanc of Milbank LLP; and David H. Botter, Abid Qureshi, and Jason P. Rubin of Akin Gump Strauss Hauer & Feld LLP; which attaches a letter dated October 26, 2021 from Antoine Munfakh of Alpage Debt Holdings S.à r.l. (an affiliate entity of Apollo) to Grupo Aeroméxico, S.A.B. de

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<sup>1</sup> The Debtors in these cases, along with each Debtor's registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de México, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; and Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors' corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

C.V., Attn: Andres Conesa; to which letter is attached, as Annex A, a document entitled “Apollo Proposal.”

3. Attached hereto as Exhibit 2 is a true and correct copy of a document entitled Project Aguila Board update materials” dated November 4, 2021, prepared by Rothschild & Co. (“Rothschild”), Davis Polk & Wardwell LLP (“Davis Polk”), AlixPartners LLP, and Sainz Abogados (“Sainz”).

4. Attached hereto as Exhibit 3 is a true and correct copy of an email dated November 4, 2021 from Patricia de Lucio of Cleary to certain addressees at Grupo Aeroméxico, S.A.B. de C.V., Davis Polk, Sainz, and Rothschild, with a CC to certain addressees at Willkie Farr & Gallagher LLP and FTI Consulting, Inc.; which attaches a letter dated November 3, 2021 from Antoine Munfakh of Alpage Debt Holdings S.à r.l. (an affiliate entity of Apollo) to Grupo Aeroméxico, S.A.B. de C.V., Attn: Andres Conesa; to which letter is attached, as Annex A, a document entitled “Apollo Proposal.”

5. Attached hereto as Exhibit 4 is a true and correct copy of a portion of the transcript of the November 30, 2021 deposition of Homer Parkhill.

6. Attached hereto as Exhibit 5 is a true and correct copy of a portion of the transcript of the January 23, 2022 deposition of Samuel Star.

7. I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 24, 2022, at New York, New York.

*/s/ Thomas S. Kessler*

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THOMAS S. KESSLER

# Exhibit 1

[Document Withheld for Privilege]

# Exhibit 2

[Document Withheld for Privilege]

# Exhibit 3

[Document Withheld for Privilege]



# Exhibit 4

[Document Withheld for Privilege]

# Exhibit 5

[Document Withheld for Privilege]